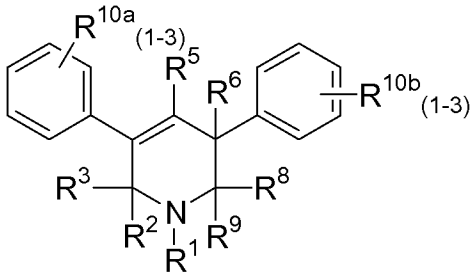
**In the claims:**

Please amend the claims as shown:

1. (Cancelled)

2. (Currently amended) A compound as illustrated by Formula II:




II

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

$R^1$ is selected from $SO_2C_1$-$C_{10}$ alkyl and $(C=O)C_1$-$C_{10}$ alkyl, said alkyl is optionally substituted with one, two or three substituents selected from $R^{10}$; and $SO_2NR^cR^{c'}$ and $(C=O)NR^cR^{c'}$;

$R^2$, $R^3$, $R^6$, $R^8$ and $R^9$ are H;

$R^5$ is H;

$R^{10}$ is:

1) $(C=O)_aO_bC_1$-$C_{10}$ alkyl;
2) $(C=O)_aO_b$aryl;
3) $C_2$-$C_{10}$ alkenyl;
4) $C_2$-$C_{10}$ alkynyl;
5) $(C=O)_aO_b$ heterocyclyl;
6) $CO_2H$;
7) halo;
8) CN;
9) OH;
10) $O_bC_1$-$C_6$ perfluoroalkyl;
11) $O_a(C=O)_bNR^{11}R^{12}$;
12) $S(O)_mR^a$;
13) $S(O)_2NR^{11}R^{12}$;
14) oxo;
15) CHO;
16) $(N=O)R^{11}R^{12}$; or
17) $(C=O)_aO_bC_3$-$C_8$ cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from $R^{13}$;

$R^{11}$ and $R^{12}$ are independently selected from:

1) H;
2) $(C=O)O_bC_1$-$C_{10}$ alkyl;
3) $(C=O)O_bC_3$-$C_8$ cycloalkyl;
4) $(C=O)O_b$aryl;
5) $(C=O)O_b$heterocyclyl;
6) $C_1$-$C_{10}$ alkyl;
7) aryl;
8) $C_2$-$C_{10}$ alkenyl;
9) $C_2$-$C_{10}$ alkynyl;
10) heterocyclyl;

11) $C_3$-$C_8$ cycloalkyl;
12) $SO_2R^a$;
13) $(C=O)NR^b_2$;
14) oxo; and
15) OH;

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from $R^{13}$; or

$R^{11}$ and $R^{12}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from $R^{13}$;

$R^{13}$ is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl;
2) $O_r(C_1$-$C_3)$perfluoroalkyl;
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$;
4) oxo;
5) OH;
6) halo;
7) CN;
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl;
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl;
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl;
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl;
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl;
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$;
14) $C(O)R^a$;
15) $(C_0$-$C_6)$alkylene-$CO_2R^a$;
16) C(O)H;
17) $(C_0$-$C_6)$alkylene-$CO_2H$;

18) $C(O)N(R^b)_2$;
19) $S(O)_mR^a$; and
20) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from $R^b$, OH, $(C_1\text{-}C_6)$alkoxy, halogen, $CO_2H$, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

$R^a$ is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;
said alkyl, cycloalkyl, aryl or heterocylyl is optionally substituted with one or more substituents selected from $R^f$;

$R^b$ is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C=O)OC_1\text{-}C_6$ alkyl, $(C=O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;
said alkyl, cycloalkyl, aryl or heterocylyl is optionally substituted with one or more substituents selected from $R^f$;

$R^c$ and $R^{c'}$ are independently selected from: H, and $(C_1\text{-}C_6)$alkyl, ~~aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from $R^{13}$, or~~

~~$R^c$ and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from $R^{13}$;~~

$R^d$ and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and $NR^b_2$, or

$R^d$ and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from $NR^e$, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from $R^{13}$;

$R^e$ is selected from: H and $(C_1\text{-}C_6)$alkyl;

$R^f$ is selected from: heterocyclyl~~,~~ or amino substituted heterocyclyl~~, $(C_1\text{-}C_6)$alkyl, amino $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl amino, hydroxy $(C_1\text{-}C_6)$alkyl, OH and $NH_2$~~; and

~~$R^{10a}$ and $R^{10b}$ are independently selected from:~~

~~1) H;~~
~~2) $C_1\text{-}C_{10}$ alkyl;~~
~~3) $C_2\text{-}C_{10}$ alkenyl;~~
~~4) $C_2\text{-}C_{10}$ alkynyl;~~
~~5) OH;~~
~~6) CN;~~
~~7) halo;~~
~~8) CHO;~~
~~9) $CO_2H$;~~
~~10) $(C_1\text{-}C_6)$alkyl amino; and~~
~~11) $(C_1\text{-}C_6)$alkyl hydroxy;~~

$R^{10a}$ is independently selected from H and fluoro;
$R^{10b}$ is independently selected from H and OH;

and all other substituents and variables are as defined in Claim 1;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Currently amended) A compound selected from:

5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

~~1-acetyl-5-(2,5-difluorophenyl)-3-phenyl-1,2,3,6-tetrahydropyridine;~~

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide;

5-(2,5-difluorophenyl)-N,N-dimethyl-3-phenyl-3,6-dihydropyridine-1(2H)-sulfonamide;

(1S)-1-cyclopropyl-2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-oxoethanamine;

5-(2,5-difluorophenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

5-(2,5-difluorophenyl)-N-[2-(dimethylamino)ethyl]-N-methyl-3-phenyl-3,6-dihydropyridine-1(2H)-carboxamide

5-(2,5-difluorophenyl)-3-phenyl-1-(pyrrolidin-1-ylcarbonyl)-1,2,3,6-tetrahydropyridine

5-(2,5-difluorophenyl)-*N*-(2-hydroxyethyl)-*N*-methyl-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide

5-(2,5-difluorophenyl)-1-(2,2-dimethylpropanoyl)-3-phenyl-1,2,3,6-tetrahydropyridine

4-{[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]carbonyl}morpholine

4-{[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]acetyl}morpholine

2-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-N,N-dimethylacetamide

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]-2-methyl-1-oxopropan-2-ol

N-tert-butyloxycarbonyl-1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-amine

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-amine

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-amine

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-amine

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A compound selected from:

2-[{[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2*H*)-yl]carbonyl}(methyl)amino]-*N*,*N*-dimethylethanaminium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium trifluoroacetate

5-(2,5-difluorophenyl)-1-[2-(dimethylamino)-2-oxoethyl]-3-phenyl-1,2,3,6-tetrahydropyridinium trifluoroacetate

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-2-methyl-1-oxopropan-2-aminium trifluoroacetate

3-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-3-oxopropan-1-aminium trifluoroacetate and

1-[5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridin-1(2H)-yl]-1-oxopropan-2-aminium trifluoroacetate.

8. (Original) The compound according to Claim 6 which is selected from:

5-(2,5-difluorophenyl)-3-phenyl-3,6-dihydropyridine-1(2*H*)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Previously amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim 2.

10. (Withdrawn/previously amended) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 2.

11. (Currently amended) A pharmaceutical composition made by combining the compound of Claim 2 and a pharmaceutically acceptable carrier.

12. (Cancelled)

13. (Original) The composition of Claim 11 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR-γ agonist, a PPAR-δ agonist; an inhibitor of cell proliferation and survival signaling, an agent that interfers with a cell cycle checkpoint, and an apoptosis inducing agent.

14. (Original) The composition of Claim 13, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon-α, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

15. (Original) The composition of Claim 13, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

16. (Cancelled)

17. (Withdrawn/previously amended) The method of treating or preventing cancer according to Claim 10 which further comprises administering a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse

transcriptase inhibitor, an angiogenesis inhibitor, a PPAR-γ agonists, a PPAR-δ agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interfers with a cell cycle checkpoint, and an apoptosis inducing agent.

18. (Cancelled)

19. (Withdrawn/previously amended) The method of treating or preventing cancer according to Claim 17 wherein the second compound is paclitaxel or trastuzumab.

20. (Cancelled)